



August 15, 2011

Office of City Manager

Mr. Matthew Cohn
USEPA REGION 8
1595 Wynkoop St.
Mail Code: 8ENF-L
Denver, CO 80202-1129

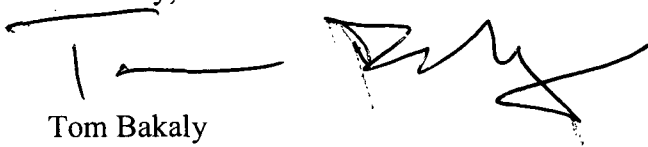
Mr. Cohn:

I am writing on behalf of Park City in response to your letter of July 28, 2011. In your letter you provided proposed language to resolve waiver and information-sharing issues in Paragraphs 111 and 71 of the proposed Multi-Party Settlement Agreement and asked that Park City and United Park City Mines Company (UPCM) provide either acceptance or rejection of the proposed language by August 15, 2011. Park City accepts your proposed language with the following two provisos:

- EPA commits in the Settlement Agreement to perform site assessments in the Upper Watershed. My understanding is that you acknowledged this commitment in the follow-up phone conference with Polly Jessen and Lori Potter on August 3rd, in addition to addressing several other matters which you agreed to clarify in subsequent drafting.
- Clarifications are made regarding the benefits and obligations of UPCM "affiliates, predecessors, successors, and assigns" in the context of the Settlement Agreement as a whole.

Park City appreciates your efforts to bring the Multi-Party Settlement Agreements to a positive end. As always, this acceptance is subject to additional review by the City Council upon receiving final language proposed by EPA and other parties.

Sincerely,


Tom Bakaly
City Manager

cc Tom Daley, Deputy City Attorney
Lori Potter, Kaplan Kirsch & Rockwell